

UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA

GW Acquisition Co., LLC,

Plaintiff/Counterclaim  
Defendant

v.

Pageland Limited Liability Company, et al.

Defendants/Counterclaim  
Plaintiffs/Third-Party Claim  
Plaintiffs,

v.

MAGLANDBROKER LLC, et al.

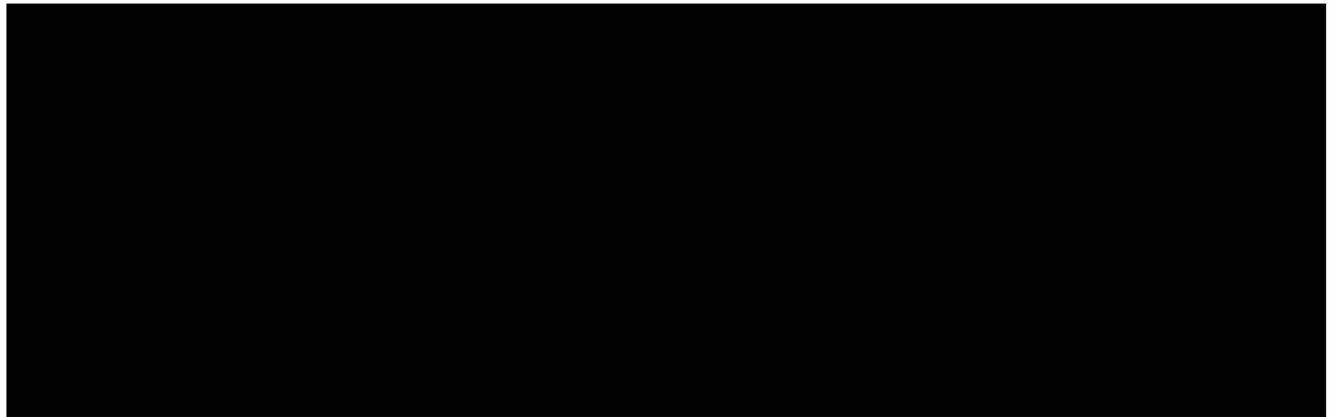
Third-Party Defendants.

Civil Action No. 1:22-cv-255 (LMB/JFA)

**PLAINTIFF/COUNTERCLAIM  
DEFENDANT GW ACQUISITION CO.  
LLC'S STATEMENT OF  
UNCONTROVERTED MATERIAL  
FACTS**

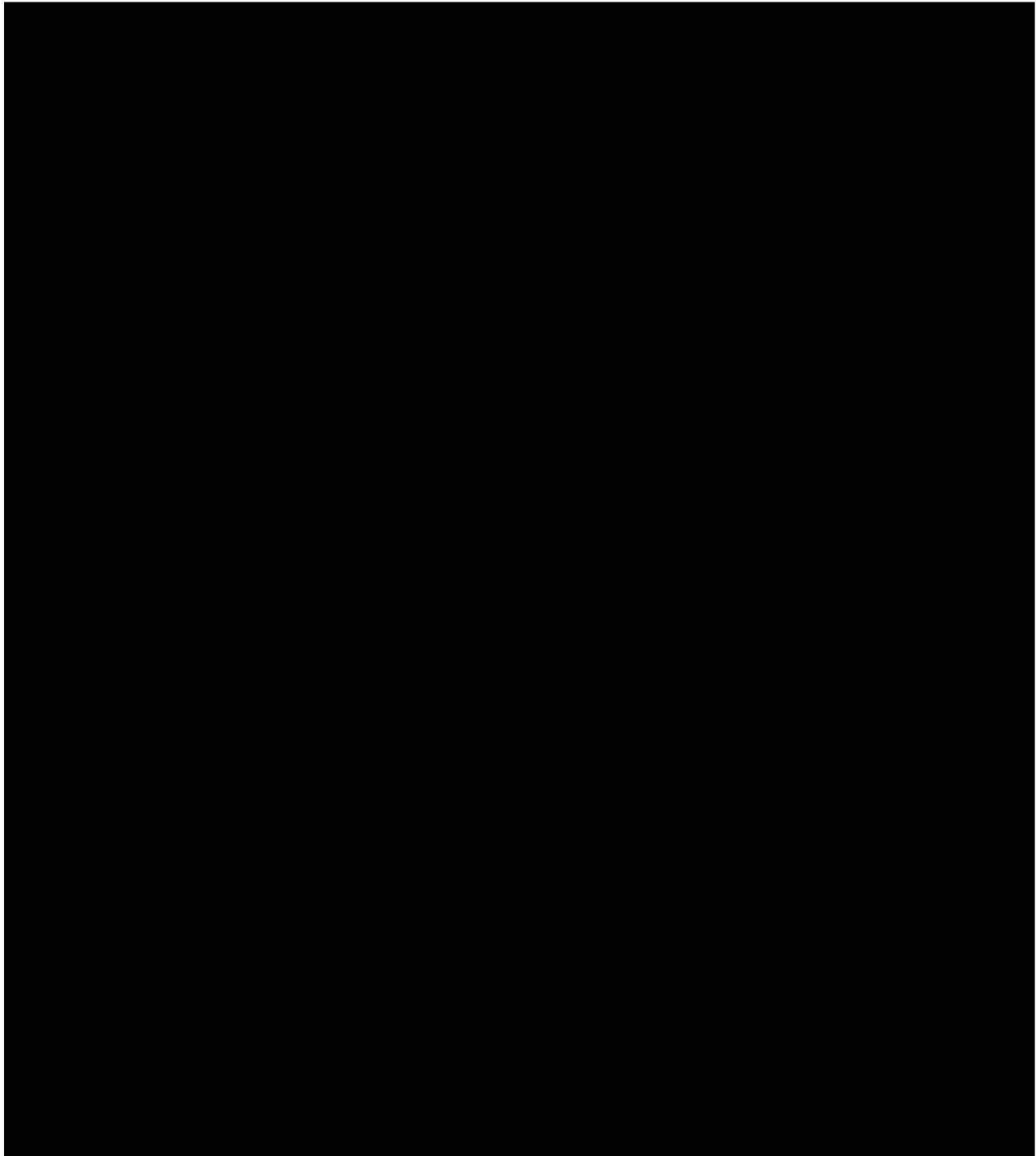
**PLAINTIFF/COUNTERCLAIM DEFENDANT GW ACQUISITION CO., LLC'S  
STATEMENT OF UNCONTROVERTED MATERIAL FACTS**

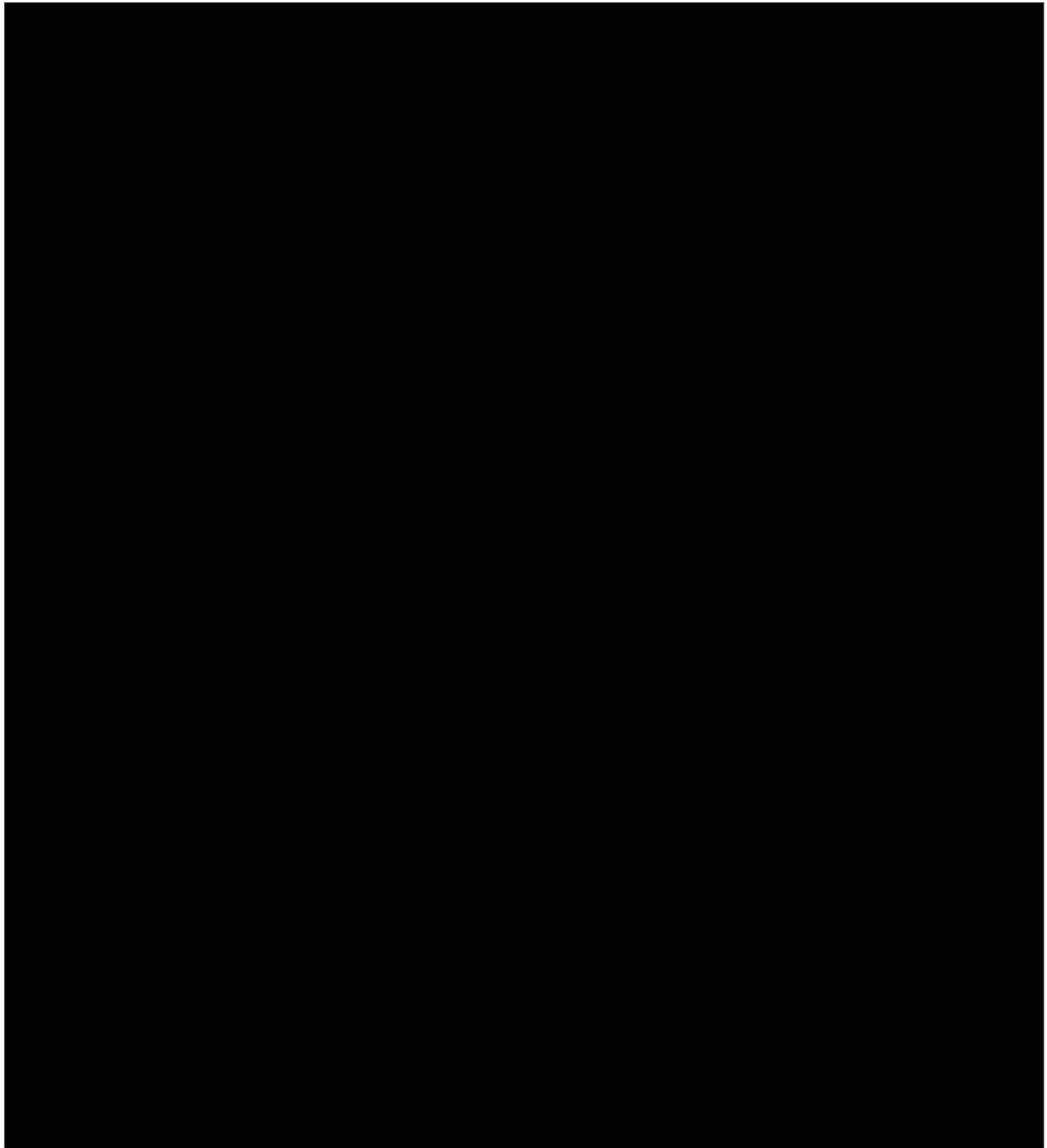
Plaintiff/Counterclaim Defendant GW Acquisition Co., LLC ("GWA") respectfully submits its Statement of Uncontroverted Material Facts in Support of GWA's Motion to Dismiss or, Alternatively, for Summary Judgment:



2. In May 2021, the property owners of the Phase 1 and Phase 2 land filed a

Comprehensive Plan Amendment with the Prince William County Planning Office (the "Property Owners' Amendment"). The Property Owners Amendment sought to allow the site to be used exclusively for data centers and estimated all of the property located in both Phase 1 and 2 to be .30 FAR. (Ex. A, ¶ 9).





**Dated: May 27, 2022**

**Respectfully submitted by**

**STINSON LLP**

/s/ Michael Tucci

Michael Tucci (Virginia Bar No.: 32523)  
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brad.yeretsky@stinson.com  
*\*(Motion for Admission Pro Hac Vice  
forthcoming)*

***Counsel for Plaintiff/Counterclaim  
Defendant GW Acquisition Co., LLC***

**Certificate of Service**

I hereby certify that a copy of the foregoing was served on May 27, 2022, electronically via the Court's ECF system to all parties registered to receive such service.

/s/ Michael Tucci

Michael Tucci (Virginia Bar No.: 32523)  
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## **EXHIBIT A**

UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA

GW Acquisition Co., LLC,

Plaintiff/Counterclaim Defendant

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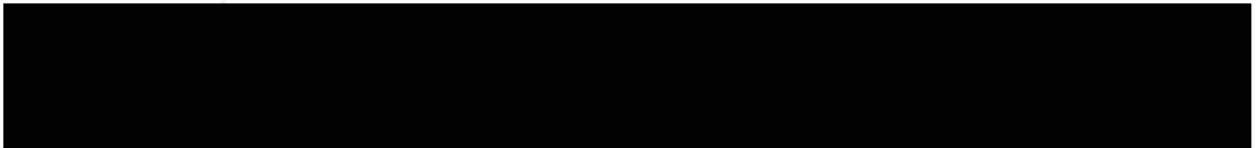
Civil Action No. 1:22-cv-255  
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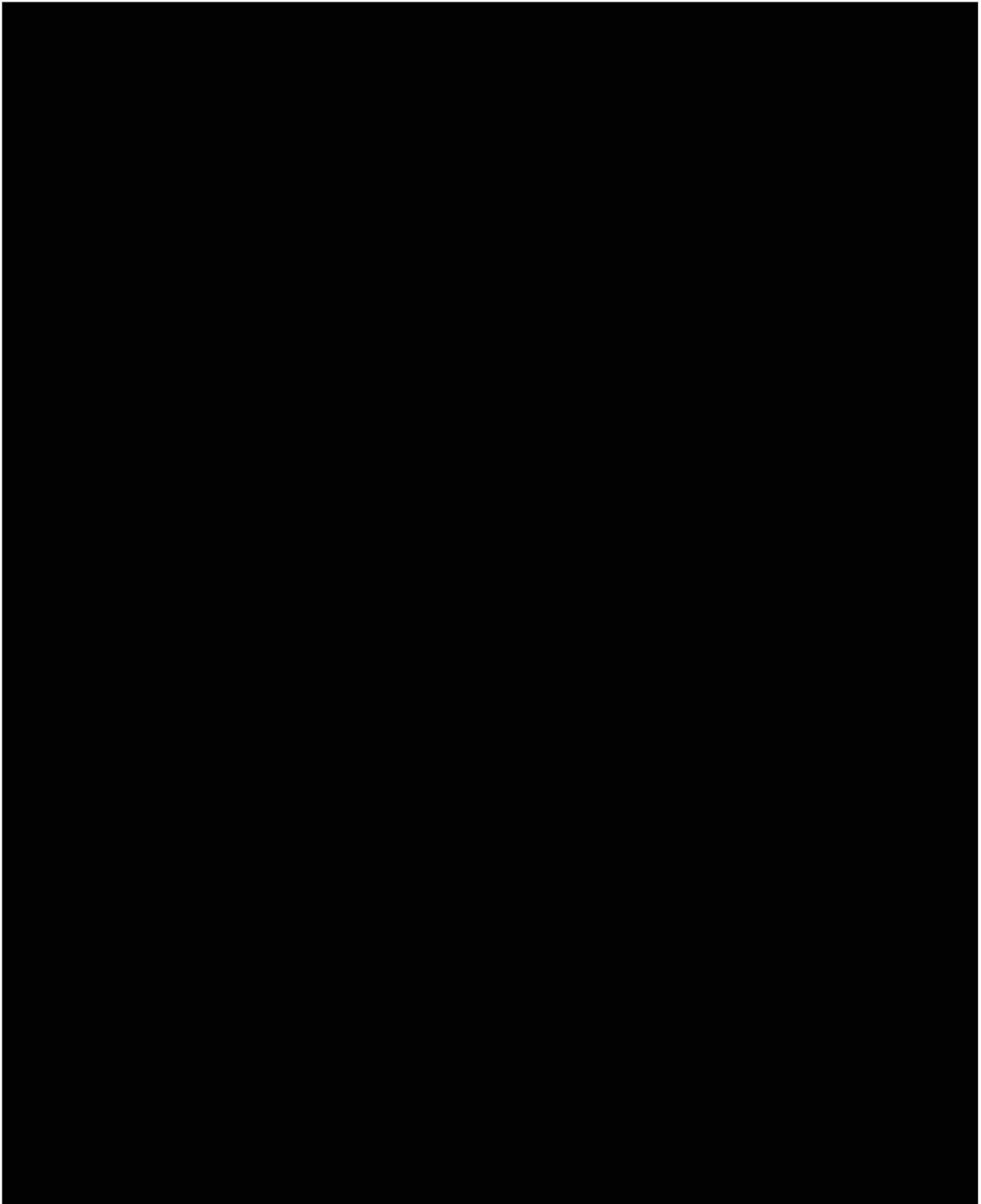
**DECLARATION OF MARK  
WESTHOFF**

I, Mark Westhoff, declare:

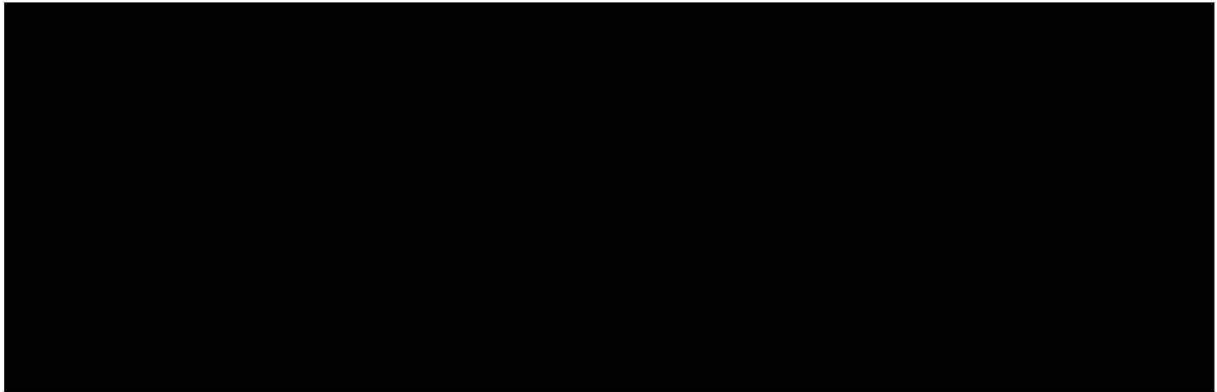
1. I am over the age of 18, have personal knowledge of all matters stated herein. I make this declaration in support of Plaintiff/Counterclaim Defendants GW Acquisition's ("GWA") Motion to Dismiss and/or for Summary Judgment. If called to testify to the matters stated herein, I could and would do so competently.

2. I am GWA's Vice President, Corporate Real Estate. I have been employed by GWA's parent or related companies since 2009. During my tenure, I have been responsible for the acquisition of hundreds of acres of real estate, including approximately 380 acres in Virginia. Prior to September, 2021, GWA's parent was a publically traded Real Estate Investment Trust, with its securities traded on the New York Stock Exchange.

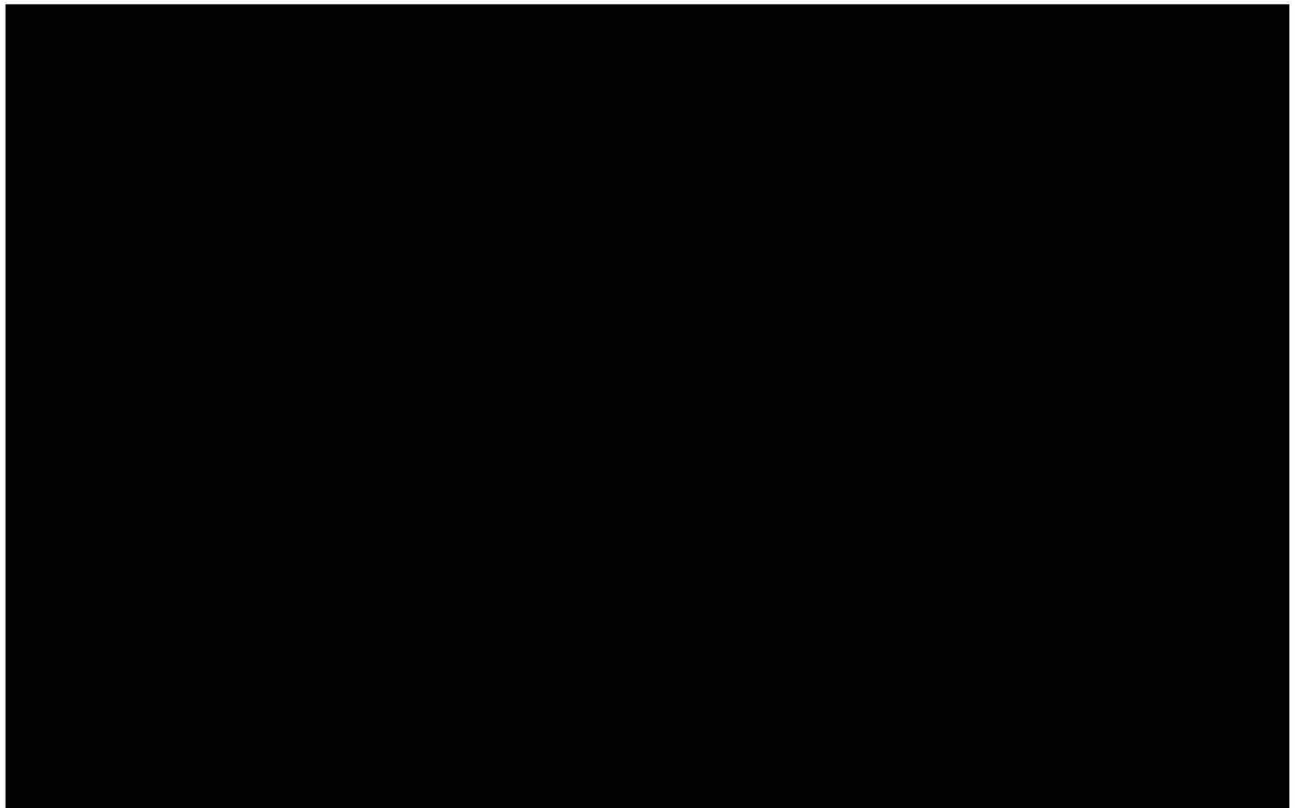








9. In May 2021, the property owners of the Phase 1 and Phase 2 land filed a Comprehensive Plan Amendment with the Prince William County Planning Office. The Amendment sought to allow the site to be used exclusively for data centers. As part of the Amendment, data center Floor Area Ratio ("FAR") was estimated to be .30 FAR. This FAR was proposed for all land within both Phase 1 and Phase 2.





I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed this 27 day of May, 2022, in Overland Park Kansas

/s/

Mark Westhoff

VP, Corporate Real Estate  
GW Acquisition, CO., LLC

## **EXHIBIT B**

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA**

GW Acquisition Co., LLC,

Plaintiff/Counterclaim Defendant

v.

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Defendants/Counterclaim Plaintiffs/Third-  
Party Claim Plaintiffs,

v.

MAGLANDBROKER LLC, et al.

Third-Party Defendants.

Civil Action No. 1:22-cv-255  
(LMB/JFA)

**DECLARATION OF MARY  
ANN GHADBAN**

I, Mary Ann Ghadban, declare:

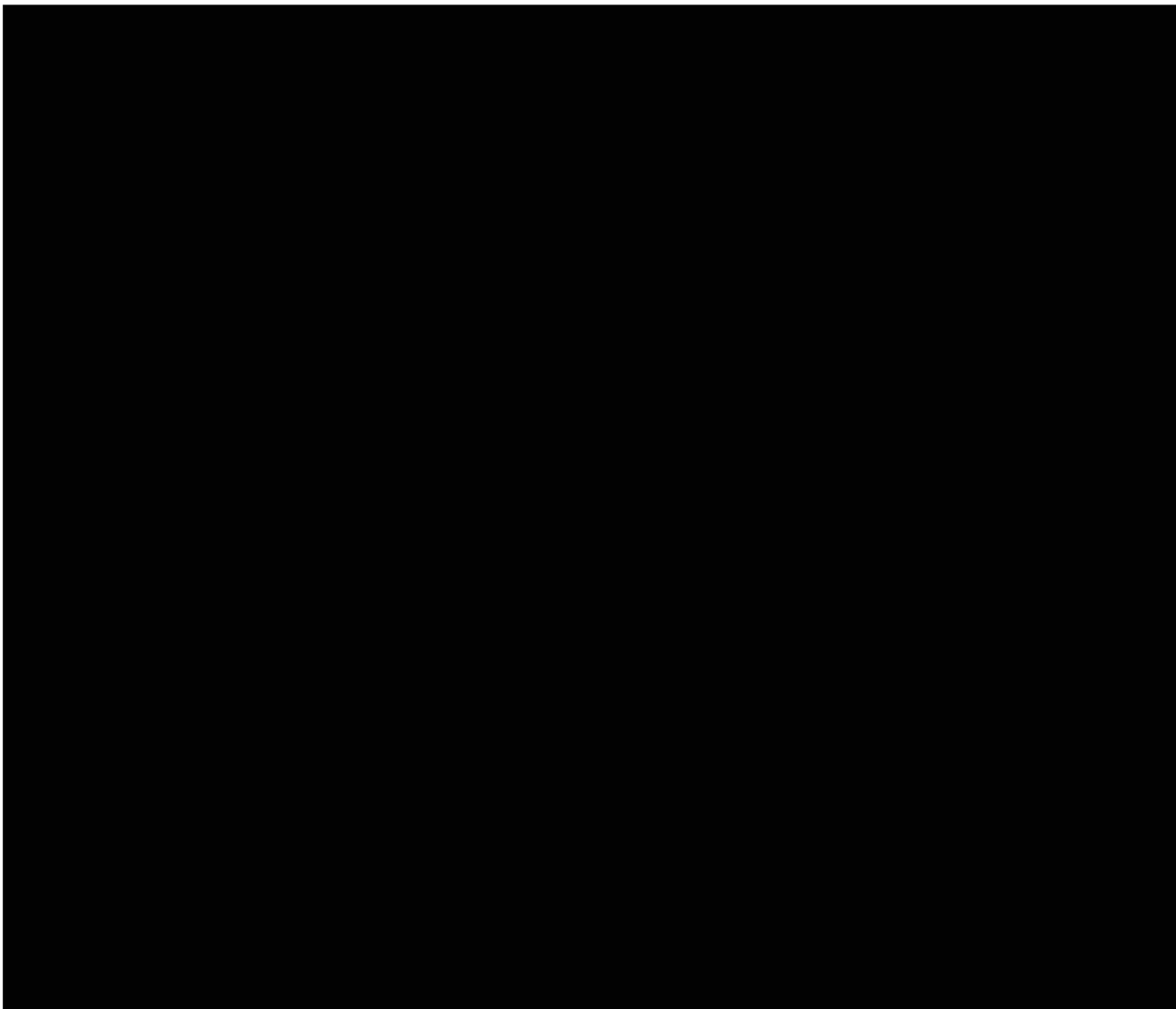
1. I am over the age of 18, have personal knowledge of all matters stated herein. I make this Declaration in support of Plaintiff/Counterclaim Defendant GW Acquisition's ("GWA") Motion to Dismiss and/or for Summary Judgment. If called to testify to the matters stated herein, I could and would do so competently.

2. I am a licensed Real Estate Broker specializing in land brokerage in the Commonwealth of Virginia and have been for approximately 30 years. I am also the owner of approximately 55 acres of property located at 6389 Pageland Lane, Gainesville, Virginia.

3. In 2020, after a data center was approved by Prince William County next door to our properties, I came up with the idea to assemble various properties within the vicinity of my property, to get the land use for our properties changed and market as an assemblage suitable for development of data centers. Most of the properties assembled had been operated as farmland in

the past. At no time did I provide GWA with copies of the Listing and Marketing Agreement between my brokerage, MAGLANDBROKER, LLC and the potential sellers.


4. I succeeded in assembling and listing approximately 812 acres to market to potential data center users on behalf of the sellers. Beginning around September 2020, I commenced a marketing campaign for the assemblage and contacted 11 data center users whom I thought might be interested in acquiring the assemblage. One of the parties contacted was QTS Realty Trust, ("QTS") a developer of data centers. GWA is an affiliate of QTS.





I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed this 27<sup>th</sup> day of May, 2022, in Prince William County

/s/   
Mary Ann Ghadban